

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE
COMMISSION,
Plaintiff

v.

AMIT MATHUR and
ENTRUST CAPITAL MANAGEMENT,
INC.,
Defendants
and

AMR REALTY, LLC,
Relief Defendant.

No. 05-CV-10729 MLW

 **PROPOSED** ORDER MODIFYING ORDER OF APRIL 13, 2006

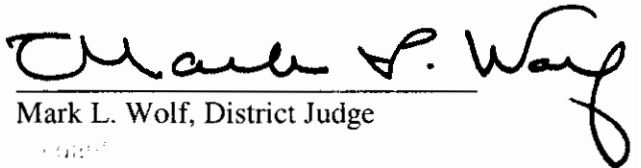
This court upon Joint Motion of the plaintiff Securities and Exchange Commission (“SEC” or the “Commission”), the defendant Amit Mathur (“Mathur”) hereby orders modifies the Order entered April 13, 2006 as follows:

1. The sale price for the real estate located at 54 Colonial Drive, Shrewsbury, Massachusetts (the “Property”), may be reduced from \$882,500, to \$868,000 to offset the reasonable cost of repairs to the roof of the Property.
2. Upon closing, the proceeds from the sale will be used to pay off an indebtedness secured by a mortgage on the Property in the amount of approximately \$660,000, a commission of 6 % to Ramsgate Realty Associates, Mr. Mathur’s real estate broker (to be split with the buyer’s broker), and other reasonable closing costs not unacceptable to the SEC. The remainder will be deposited in an escrow account held at Mathur’s law firm of Rubin & Rudman, LLP.

3. No proceeds of the sale may be put to the use of Mathur personally, the defendant Entrust Capital Management, Inc., the relief defendant, AMR Realty, LLC, or any other person or entity related or affiliated with the defendants or relief defendant.

IT IS SO ORDERED.

ENTERED THIS 2nd DAY OF MAY, 2006.



Mark L. Wolf, District Judge